

RECORDATION NO. 27670 FILED

OCT 01 '08

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
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October 1, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Lease Agreement, dated as of September 8, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Mitsui Rail Capital, LLC
71 South Wacker Drive, Suite 1800
Chicago, Illinois 60606

Lessee: Mexico Carbon Manufacturing, S.A. de C.V.
Boulevard de los Rios #9600 Col. Puerto
Industrial
Altamira, Tamaulipas 89603
Mexico

Anne K. Quinlan, Esq.
October 2, 2008
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A description of the railroad equipment covered by the enclosed document is:

50 covered hopper cars: MBKX 130000 - MBKX 130049.

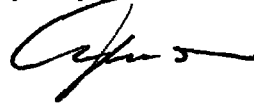
A short summary of the document to appear in the index is:

Memorandum of Full Service Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF FULL SERVICE LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**MEXICO CARBON MANUFACTURING, S.A. DE C.V.
("LESSEE")**

SEPTEMBER 8, 2008

This Memorandum of Full Service Lease Agreement is made and entered into as of September 8, 2008 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and Mexico Carbon Manufacturing, S.A. de C.V., a Mexican corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor fifty (50) 4575 Center Flow® Covered Hopper Car, 2008 ARI built railcars bearing marks and numbers as follows:

MBKX 130000-130049 (inclusive), see attached Exhibit 1

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 

Print Name: Seigo Watanabe

Title: CEO

LESSEE:

MEXICO CARBON
MANUFACTURING, S.A. DE. C.V.
a Mexican corporation

By: 

Print Name: Yoichi Shiroki

Title: Director General

CORPORATE ACKNOWLEDGEMENT

I, Seigo Watanabe, certify that I am CEO of Mitsui Rail Capital, LLC (the "Company"), that the seal affixed to the foregoing instrument is the corporate seal of said Company, that the instrument was signed and sealed on behalf of the Company by authority of its members, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Company. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on Sept 15, 2008.

By: 

Print Name: Seigo Watanabe

Title: CEO

I, Yoichi Shiroki, certify that I am Director General of Mexico Carbon Manufacturing, S.A. de C.V., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on September 8, 2008.

By: 

Print Name: Yoichi Shiroki

Title: Director General

EXHIBIT 1

<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	130000
2	MBKX	130001
3	MBKX	130002
4	MBKX	130003
5	MBKX	130004
6	MBKX	130005
7	MBKX	130006
8	MBKX	130007
9	MBKX	130008
10	MBKX	130009
11	MBKX	130010
12	MBKX	130011
13	MBKX	130012
14	MBKX	130013
15	MBKX	130014
16	MBKX	130015
17	MBKX	130016
18	MBKX	130017
19	MBKX	130018
20	MBKX	130019
21	MBKX	130020
22	MBKX	130021
23	MBKX	130022
24	MBKX	130023
25	MBKX	130024

<u>Count</u>	<u>Mark</u>	<u>Number</u>
26	MBKX	130025
27	MBKX	130026
28	MBKX	130027
29	MBKX	130028
30	MBKX	130029
31	MBKX	130030
32	MBKX	130031
33	MBKX	130032
34	MBKX	130033
35	MBKX	130034
36	MBKX	130035
37	MBKX	130036
38	MBKX	130037
39	MBKX	130038
40	MBKX	130039
41	MBKX	130040
42	MBKX	130041
43	MBKX	130042
44	MBKX	130043
45	MBKX	130044
46	MBKX	130045
47	MBKX	130046
48	MBKX	130047
49	MBKX	130048
50	MBKX	130049

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/1/08



Robert W. Alvord